

MAR 16 1976 2 00 PM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENT DATED AS OF March 1, 1976,
between MANUFACTURERS HANOVER TRUST COMPANY
(hereinafter called the Trustee) and TRAILER
TRAIN COMPANY (hereinafter called the Com-
pany).

WHEREAS the Trustee and the Company have entered
into an Equipment Trust Agreement dated as of December 1,
1975 (hereinafter called the Equipment Trust Agreement),
covering the sale, assignment and transfer to the Trustee
of title to the Equipment (as defined in the Equipment Trust
Agreement) described in Schedule I thereto;

WHEREAS the Equipment Trust Agreement has been
filed and recorded with the Interstate Commerce Commission
pursuant to Section 20c of the Interstate Commerce Act on
December 16, 1975, at 8:35 a.m. and assigned recordation
number 8142;

WHEREAS the Company, pursuant to Section 4.04 of
the Equipment Trust Agreement, desires to cause to be trans-
ferred to the Trustee other Equipment in addition to the
Equipment previously subjected to the Equipment Trust Agree-
ment, and the Trustee and the Company desire to supplement
the Equipment Trust Agreement in accordance with Section
5.03 thereof to include such additional new Equipment as

part of the Trust Equipment under the Equipment Trust Agreement;

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties hereto hereby agree as follows:

1. Schedule I of the Equipment Trust Agreement is hereby amended to add thereto the Equipment described in Schedule X attached hereto, which Equipment shall be included as part of the Trust Equipment.

2. The Company will promptly cause this Supplement to be filed and recorded in accordance with the provisions of Section 7.05 of the Equipment Trust Agreement.

3. Except as amended hereby, the Equipment Trust Agreement shall remain unaltered and in full force and effect.


4. This Supplement may be executed in counterparts, and it shall not be necessary for each party to execute the same counterpart so long as each party shall execute one counterpart which shall be delivered to the other parties hereto; provided, however, that the counterpart delivered to the Trustee shall be deemed to be the

original counterpart.

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

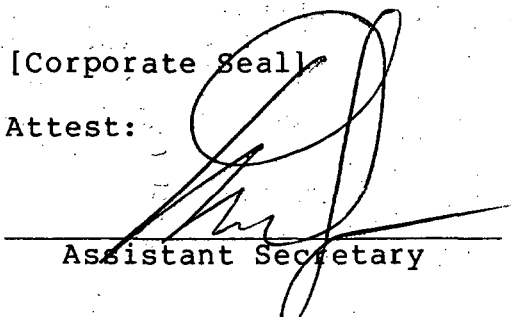
MANUFACTURERS HANOVER TRUST
COMPANY,

by


Assistant Vice President

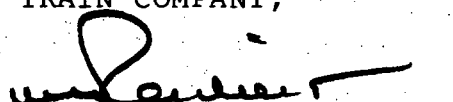
[Corporate Seal]

Attest:


Assistant Secretary

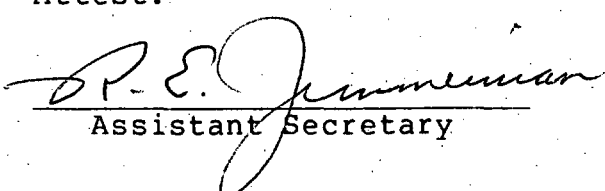
TRAILER TRAIN COMPANY,

by


Vice President-Finance
and Treasurer

[Corporate Seal]

Attest:


Assistant Secretary

SCHEDULE X

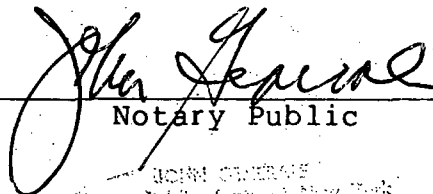
| <u>Description</u> | <u>Quantity</u> | <u>Company's Car Numbers (all inclusive)</u> | <u>AAR Mechanical Designation</u> |
|--|-----------------|--|---|
| <u>Thrall Car</u> | | | |
| <u>Manufacturing</u> | | | |
| <u>Company:</u> | | | |
| 60', 70-ton capacity, hydraulic draft gear, standard level multi-purpose flat car, MTTX type | 4 | 98116-98119 | FC |
| | 1 | 98120 | FC |
| | <hr/> | | |
| | <u>5</u> | | |

STATE OF NEW YORK,)
) ss.:
COUNTY OF NEW YORK,)

On this 8 day of March 1976, before me personally appeared G. K. BURKE, to me personally known, who, being by me duly sworn, says that he is an Assistant Vice President of MANUFACTURERS HANOVER TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

My Commission expires

[NOTARIAL SEAL]


Notary Public
JOHN GORMAN
Notary Public, State of New York
No. 60-640079
Qualified in Westchester County
Certificate filed in New York County
Commission Expires March 30, 1976

STATE OF ILLINOIS,)
) ss.:
COUNTY OF COOK,)

On this 11TH day of March 1976, before me personally appeared N. V. Reischert, to me personally known, who, being by me duly sworn, says that he is Vice President of TRAILER TRAIN COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

My Commission expires

My Commission Expires June 28, 1978

M. J. Ann Frank
Notary Public

[NOTARIAL SEAL]